

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM541998

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Flame Resistant Garments, Inc.		06/25/2019	Corporation: INDIANA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Flame Resistant Garments, LLC		
<b>Street Address:</b>	6205 Indianapolis Boulevard		
<b>City:</b>	Hammond		
<b>State/Country:</b>	INDIANA		
<b>Postal Code:</b>	46320		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4409763	CODE RED	
<b>Registration Number:</b>	3300082	CODERED	
<b>Registration Number:</b>	4590444	MAX FR	
<b>Registration Number:</b>	3213294	MAXSHIELD	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	312-222-0800		
<b>Email:</b>	chiipdocket@michaelbest.com		
<b>Correspondent Name:</b>	Michael Best & Friedrich LLP		
<b>Address Line 1:</b>	444 W. Lake Street		
<b>Address Line 2:</b>	Suite 3200		
<b>Address Line 4:</b>	Chicago, ILLINOIS 60606		
<b>ATTORNEY DOCKET NUMBER:</b>	019865-9008-002		
<b>NAME OF SUBMITTER:</b>	Michelle E. Kouba		
<b>SIGNATURE:</b>	/Michelle E. Kouba/		
<b>DATE SIGNED:</b>	09/23/2019		
<b>Total Attachments: 21</b>			

OP \$115.00 4409763

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CERTIFICATE  
*of*  
FLAME RESISTANT GARMENTS, LLC

On this June 28th, 2019, the undersigned makes the following certifications with respect to FLAME RESISTANT GARMENTS, LLC, a Delaware limited liability company (the "Company"):

1. Charter Documents. Attached hereto as EXHIBIT A is a true and accurate copy of the Certificate of Conversion issued by the State of Indiana and the Company's Certificate of Organization issued by the State of Delaware, including all amendments thereto through the date hereof.

2. Certificate of Existence or Good Standing. Attached hereto as EXHIBIT B are true and accurate copies of the Company's Certificate of Good Standing issued by the State of Delaware.

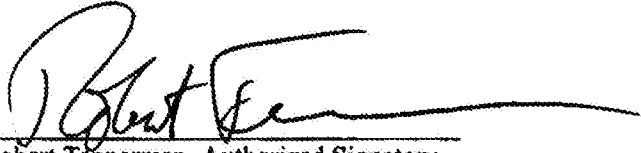
3. Incumbency. Each person named on EXHIBIT C is, as of the date hereof, duly authorized to act on behalf of and bind the Company and, as such, is authorized to execute all documents relating to the transactions described in the resolutions referred to in paragraph 5, and the signature opposite such person's name set forth on EXHIBIT C is genuine.

4. Resolutions. Attached hereto as EXHIBIT D is a true and correct copy of the resolutions of the Company and such have not been in any way modified, repealed or rescinded and remain in full force and effect.

5. Reliance. This Certificate may be relied upon by Levenfeld Pearlstein, LLC and any party to the transactions described in the resolutions referred to in paragraph 5 and their respective successors and assigns.

*[Signatures begin on next page]*

This instrument has been executed by the undersigned on or as of the date set forth above.

A handwritten signature in black ink, appearing to read "Robert Tepperman", with a long horizontal flourish extending to the right.

Robert Tepperman, Authorized Signatory

*Being of the Company*

*Signature page to Certificate of Flame Resistant Garments, LLC*

**EXHIBIT A**

**DELAWARE CERTIFICATE OF FORMATION**

*[SEE ATTACHED]*

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "FLAME RESISTANT GARMENTS, LLC" FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2019, AT 2:12 O`CLOCK P.M.



  
Jeffrey W. Bullock, Secretary of State

7489512 8100F  
SR# 20195703952

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 203120718  
Date: 06-27-19

**TRADEMARK**  
**REEL: 006751 FRAME: 0904**

STATE of DELAWARE  
LIMITED LIABILITY COMPANY  
CERTIFICATE of FORMATION

• First: The name of the limited liability company is Flame Resistant  
Garments, LLC

• Second: The address of its registered office in the State of Delaware is  
251 Little Falls Drive in the City of Wilmington  
Zip Code 19808

The name of its Registered agent at such address is \_\_\_\_\_  
Corporation Service Company

• Third: (Insert any other matters the members determine to include herein.)

N/A

In Witness Whereof, the undersigned have executed this Certificate of Formation this  
25th day of June, 2019

By: Robert Tepperman  
Authorized Person(s)

Name: Robert Tepperman  
Typed or Printed


# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF AN INDIANA CORPORATION UNDER THE NAME OF "FLAME RESISTANT GARMENTS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "FLAME RESISTANT GARMENTS, INC." TO "FLAME RESISTANT GARMENTS, LLC", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2019, AT 2:12 O`CLOCK P.M.



  
Jeffrey W. Bullock, Secretary of State

7489512 8100F  
SR# 20195703952

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 203120718  
Date: 06-27-19

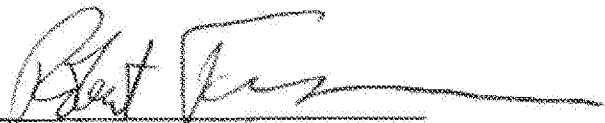
**TRADEMARK**  
**REEL: 006751 FRAME: 0906**



STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A CORPORATION TO A  
LIMITED LIABILITY COMPANY PURSUANT TO  
SECTION 18-214 OF THE LIMITED LIABILITY ACT

- 1.) The jurisdiction where the Corporation first formed is Indiana.
- 2.) The jurisdiction immediately prior to filing this Certificate is Indiana.
- 3.) The date the corporation first formed is 6/9/1994.
- 4.) The name of the Corporation immediately prior to filing this Certificate is Flame Resistant Garments, Inc.
- 5.) The name of the Limited Liability Company as set forth in the Certificate of Formation is Flame Resistant Garments, LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the  
25th day of June, A.D. 2019

By:   
Authorized Person

Name: Robert Tepperman  
Print or Type

State of Indiana  
Office of the Secretary of State

Certificate of Conversion  
of  
**FLAME RESISTANT GARMENTS, INC.**

I, CONNIE LAWSON, Secretary of State, hereby certify that Articles of Conversion of the above Domestic For-Profit Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Code.

NOW, THEREFORE, with this document I certify that said transaction will become effective Thursday, June 27, 2019.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, June 27, 2019

*Connie Lawson*

CONNIE LAWSON  
SECRETARY OF STATE

1994060603 / 8309504

To ensure the certificate's validity, go to <https://bsd.sos.in.gov/PublicBusinessSearch>



**ARTICLES OF CONVERSION  
DOMESTIC ENTITIES**  
State Form 96356 (R3 / 7-18)

Approved and Filed  
19940605038309504  
Filing Date: 06/27/2019  
Effective: 06/27/2019 11:13  
CONNIE LAWSON  
Indiana Secretary of State

Indiana Code 23-0.5-4-49  
23-0.6-4-5

FILING FEE: \$36.00

The undersigned, desiring to convert and entity's type of entity pursuant to the provisions of Indiana Code 23-0.5-4, executes the following Articles of Conversion.

**ARTICLE I - NAME AND JURISDICTION OF ENTITY**

**SECTION 1: Name of the entity (The name must meet the requirements of Indiana Code 23-0.5-3-1.)**

a. The name of the entity immediately before filing these Articles of Conversion  
Flame Resistant Garments, Inc.

b. The name of the entity immediately after filing these Articles of Conversion  
Flame Resistant Garments, LLC

**SECTION 2: Entity type (Example: corporation, limited liability company, etc.)**

a. The entity type of the entity immediately before filing these Articles of Conversion  
corporation

b. The entity type of the entity immediately after filing these Articles of Conversion  
limited liability company

**SECTION 3: Jurisdiction**

a. The jurisdiction of formation of the entity immediately before filing these Articles of Conversion  
Indiana

b. The jurisdiction of formation of the entity immediately after filing these Articles of Conversion  
Delaware

**ARTICLE II - EFFECTIVE DATE**

Effective date of the Articles of Conversion (month, day, year) (The effective date may not be more than ninety (90) days after the date the Articles of Conversion were filed.)  
06/26/2019

**ARTICLE III - PUBLIC ORGANIC RECORD**

Please complete either a. or b. below.

a. If, after the conversion becomes effective, the entity will become a domestic entity, please attach the entity's public organic record (defined in IC 23-0.5-1.5-33) as required by Indiana Code 23-0.6-4-5(b)(5) and designate it "Exhibit A." The public organic record should be the initial filing form (For example: Articles of Incorporation) for the domestic entity that will exist after these Articles of Conversion are filed.

b. If, after the conversion becomes effective, the entity will become a foreign entity, please provide an address and e-mail address to which the Secretary of State may send any process served on the Secretary of State under Indiana Code 23-0.5-4-8(e).

Number and street	City	State	ZIP code
6205 Indianapolis Boulevard	Hammond	IN	46320

E-mail address

**ARTICLE IV - REGISTERED AGENT INFORMATION**

To determine if your Registered Agent is a Commercial Registered Agent (CRA), go to [INBIZ.in.gov](http://INBIZ.in.gov).

**Electronic Service of Process Information**

Sending an e-mail to the e-mail address provided by a registered agent is NOT sufficient to effectuate valid service of process.

The Secretary of State is currently collecting a service of process e-mail address for registered agents under IC 23-0.5-4-3. Until the Indiana Supreme Court writes rules and develops a technical solution, valid service may not be effectuated electronically.

If you do not want to provide a service of process e-mail address, you may choose to use a commercial registered agent. Because all commercial registered agents are required to have a service of process e-mail address on record with the Secretary of State, choosing to use a commercial registered agent means that you are not required to provide another service of process e-mail address.

Commercial registered agent      Name of registered agent (Do not provide address.)

OR  
 Noncommercial registered agent      Name of registered agent  
Corporation Service Company

Address (number and street) (A P.O. Box is not acceptable unless accompanied by a Rural Route number.)	City	State	ZIP code
		IN	

E-mail address of the registered agent at which the registered agent will accept electronic service of process

By checking this box, the Signator(s) represent(s) that the Registered Agent named in these Articles of Conversion has consented to the appointment of Registered Agent.

JUN 27 2019 11:13 AM  
 INBIZ

Approved and Filed  
1994080603/8309504  
Filing Date: 06/27/2019  
Effective :06/27/2019 11:13  
CONNIE L. ANTON

**ARTICLE V - APPROVAL**

This conversion was approved in accordance Indiana Code 23-0.6.

In Witness Whereof, the undersigned duly authorized representative of the entity executes these Articles of Conversion and verifies, subject to penalties of perjury, that the statements contained herein are true, this 25 day of June, 2019.

Signature: 

Printed name Robert Tepperman	Title President/Manager
----------------------------------	----------------------------

**EXHIBIT B**

**CERTIFICATE OF GOOD STANDING – DELAWARE**

*[SEE ATTACHED]*

# Delaware

## The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FLAME RESISTANT GARMENTS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FLAME RESISTANT GARMENTS, LLC" WAS FORMED ON THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN ASSESSED TO DATE.

A handwritten signature in black ink, appearing to read "JBULLOCK".  

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Jeffrey W. Bullock, Secretary of State

7489512 8300

SR# 20195719146

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

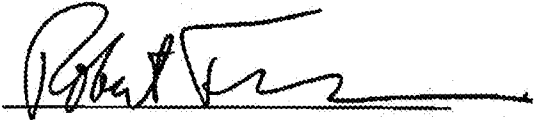
Authentication: 203122560

Date: 06-28-19

**TRADEMARK**  
**REEL: 006751 FRAME: 0912**

**EXHIBIT C**

**AUTHORIZED SIGNATORIES**

<u>Name</u>	<u>Position</u>	<u>Signature</u>
Robert Tepperman	Authorized Person	

*Exhibit D to Certificate of Flame Resistant Garments, LLC*

**EXHIBIT D**  
**RESOLUTIONS**

*[SEE ATTACHED]*



CONSOLIDATED RESOLUTIONS

June 28, 2019

This instrument has reference to the following:

Transaction Parties

- A. MTC Holdings, Inc., a Delaware corporation (“MTC”).
- B. GM Safety & Supply LLC, a Nevada limited liability company (“GM Safety”).
- C. Flame Resistant Garments, LLC, a Delaware limited liability company (“FRG”, and collectively with MTC and GM Safety the “Companies”).

*The parties identified above are sometimes referred to individually as a “Transaction Party” and collectively as the “Transaction Parties.”*

Management

- D. Michael Miller (“Michael”) and Robert Tepperman (“Robert”), being the directors of MTC.
- E. Kathleen Miller (“Kathleen”) and Susan Tepperman (“Susan”), being the managers of GM Safety.
- F. MTC being the sole member of FRG.

*The parties identified above are sometimes referred to (individually and collectively) as “Management.”*

Transactions

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Transaction Documents

L. In order to give effect to the Transactions, the Transaction Parties have entered into or will enter into one or more contracts or agreements and will give and/or receive such other documents and instruments (including, without limitation, deeds, bills of sale, assignments, consents, certificates and indemnities) as Purchaser may request or require.

*The contracts, agreements, documents and instruments described above are sometimes referred to herein as the "Transaction Documents."*

RESOLUTIONS

The following resolutions are adopted by the undersigned pursuant to the authority conferred by the various organizational documents of Management:

1. Approval of the Transactions. Management hereby approves the Transactions.
2. Approval of the Transaction Documents. Management hereby grants its express approval to the Authorized Signatories identified below to execute and deliver the Transaction Documents.
3. Empowerment of Authorized Signatories. Each of the persons named below (an "Authorized Signatory") is hereby authorized and empowered by Management to execute and deliver the Transaction Documents on behalf of and with intention of binding the Transaction Parties:

Michael Miller  
Robert Tepperman  
Kathleen Miller  
Susan Tepperman

4. Ratification of Execution and Delivery. The execution and delivery of the Transaction Documents are in all respects hereby ratified and confirmed.
5. Reliance by Third Parties. All third parties to whom the Transaction Documents are delivered in connection with the Transactions (including without limitation any parties to the Transaction Documents and any title insurance companies and title agents, and their respective successors and assigns) shall be entitled to rely upon the grants of authority made and confirmed herein without further inquiry.
6. Authority to Complete the Transactions. Management hereby grants its express approval for the Transaction Parties to complete the Transactions.
7. Authority to Take Further Actions. Each Authorized Signatory is hereby authorized and empowered to take all such further actions and to execute and deliver all such further instruments and documents as in his or her judgment may be necessary or useful to complete the Transactions.
8. Ratification of Acts. All acts and doings of the Transaction Parties and the Authorized Signatories that are in conformity with the purposes and intents of the resolutions contained in this instrument or are in furtherance of the Transactions are hereby ratified, approved and confirmed.

9. Counterparts. This instrument may be executed in counterparts, each of which shall be an original, but all of which shall constitute one and the same instrument.

10. Electronic Transmission. Signatures to this instrument that are transmitted electronically (*i.e.*, via e-mail or facsimile) shall be binding.

*[See next page for signatures]*

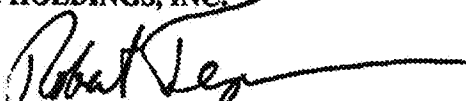
[Signature Page to Consolidated Resolutions]

Signed as of the date set forth on the first page.

**TRANSACTION PARTIES:**

**MANAGEMENT:**

**MTC HOLDINGS, INC.**

By:   
Robert Tepperman, President

Michael Miller

**GM SAFETY & SUPPLY LLC**

  
Robert Tepperman

By: \_\_\_\_\_  
Kathleen Miller, Manager

\_\_\_\_\_  
Kathleen Miller


By: \_\_\_\_\_  
Susan Tepperman, Manager

\_\_\_\_\_  
Susan Tepperman

**FLAME RESISTANT GARMENTS, LLC**

**MTC HOLDINGS, INC.**

By:   
Robert Tepperman, Authorized Person

By:   
Robert Tepperman, President

*Being all of the entities and/or individuals whose approval is required under the organizational documents of the Transaction Parties.*

*Being all of the entities and/or individuals whose approval is required under the organizational documents of Management.*

[Signature Page to Consolidated Resolutions]


Signed as of the date set forth on the first page.

**TRANSACTION PARTIES:**

**MANAGEMENT:**

**MTC HOLDINGS, INC.**

By: \_\_\_\_\_  
Robert Tepperman, President

  
Michael Miller

**GM SAFETY & SUPPLY LLC**

Robert Tepperman

By: \_\_\_\_\_  
Kathleen Miller, Manager

Kathleen Miller

By: \_\_\_\_\_  
Susan Tepperman, Manager

Susan Tepperman

**FLAME RESISTANT GARMENTS, LLC**

**MTC HOLDINGS, INC.**

By: \_\_\_\_\_  
Robert Tepperman, Authorized Person

By: \_\_\_\_\_  
Robert Tepperman, President

*Being all of the entities and/or individuals whose approval is required under the organizational documents of the Transaction Parties.*

*Being all of the entities and/or individuals whose approval is required under the organizational documents of Management.*

[Signature Page to Consolidated Resolutions]

Signed as of the date set forth on the first page.

**TRANSACTION PARTIES:**

**MANAGEMENT:**

**MTC HOLDINGS, INC.**

By: \_\_\_\_\_  
Robert Tepperman, President

\_\_\_\_\_  
Michael Miller

**GM SAFETY & SUPPLY LLC**

\_\_\_\_\_  
Robert Tepperman

By: Kath Miller  
Kathleen Miller, Manager

Kath Miller  
Kathleen Miller

By: \_\_\_\_\_  
Susan Tepperman, Manager

\_\_\_\_\_  
Susan Tepperman

**FLAME RESISTANT GARMENTS, LLC**

**MTC HOLDINGS, INC.**

By: \_\_\_\_\_  
Robert Tepperman, Authorized Person

By: \_\_\_\_\_  
Robert Tepperman, President

*Being all of the entities and/or individuals whose approval is required under the organizational documents of the Transaction Parties.*

*Being all of the entities and/or individuals whose approval is required under the organizational documents of Management.*

[Signature Page to Consolidated Resolutions]

Signed as of the date set forth on the first page.

**TRANSACTION PARTIES:**

**MANAGEMENT:**

**MTC HOLDINGS, INC.**

By: \_\_\_\_\_  
Robert Tepperman, President

\_\_\_\_\_  
Michael Miller

**GM SAFETY & SUPPLY LLC**

\_\_\_\_\_  
Robert Tepperman

By: \_\_\_\_\_  
Kathleen Miller, Manager

\_\_\_\_\_  
Kathleen Miller

By: Susan Tepperman  
Susan Tepperman, Manager

Susan Tepperman  
Susan Tepperman

**FLAME RESISTANT GARMENTS, LLC**

**MTC HOLDINGS, INC.**

By: \_\_\_\_\_  
Robert Tepperman, Authorized Person

By: \_\_\_\_\_  
Robert Tepperman, President

*Being all of the entities and/or individuals whose approval is required under the organizational documents of the Transaction Parties.*

*Being all of the entities and/or individuals whose approval is required under the organizational documents of Management.*